

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.

Plaintiff,

V.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR

Defendants.

Civil Action No. 04-10353 PBS

SCANSOFT'S MOTION FOR LEAVE TO AMEND COMPLAINT

Plaintiff, ScanSoft, Inc. (“ScanSoft”) moves this Court, pursuant to Fed. R. Civ. P. 15(a), for leave to amend its Complaint against the defendants Laurence S. Gillick (“Gillick”), Robert S. Roth (“Roth”), Jonathan P. Yamron (“Yamron”), Manfred G. Grabherr (“Grabherr”), and Voice Signal Technologies Inc. (“VST”) (collectively, “the Defendants”).

As grounds for this motion, ScanSoft states that, on April 14, 2004, following a hearing on the Defendants' Motion to Dismiss Counts II, III, IV and V of ScanSoft's Complaint, the Court dismissed, without prejudice, those counts for trade secret violations and unfair competition, allowing ScanSoft an opportunity to amend its Complaint. On April 26, 2004, VST filed an answer regarding the patent claim (Count I) contained in the original Complaint. ScanSoft now moves to amend its complaint to add trade secret and unfair competition claims against all the Defendants. No responsive pleading has been filed by the Defendants with respect to those claims. Scansoft's proposed Amended Complaint is filed herewith.

For the foregoing reasons ScanSoft respectfully requests that the Court grant its motion for leave to file an amended complaint.

CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 7.1

I hereby certify that counsel for the parties have conferred in a good faith effort to resolve or narrow the issues raised in this Opposition pursuant to Local Rule 7.1(a)(2).

Dated: May 12, 2004

SCANSOFT, INC.,
By its attorneys,

/s/ Lisa M. Fleming

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